



**Manitoba Association for
Medical Laboratory Science**



BYLAWS

Last Revised March 2022

MANITOBA ASSOCIATION FOR MEDICAL LABORATORY SCIENCE

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SECTION	MAMLS BYLAWS	TOPIC
	ARTICLE 1.0 HEAD OFFICE	
1.1	The Head Office of the Manitoba Association for Medical Laboratory Science, hereinafter referred to as the Association or MAMLS, shall be in the City of Winnipeg in the Province of Manitoba or in such other place in that Province as the Directors of the Association may fix from time to time by resolution.	Head Office
	ARTICLE 2.0 CORPORATE SEAL	
2.1	The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association. The corporate seal shall not be used without the sanction of the officer or officers authorized to sign contracts, documents or instruments under Article 9 of these Bylaws.	Corporate Seal
	ARTICLE 3.0 INTERPRETATION	
3.1	In all Bylaws of the Association, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations.	Interpretation
3.2	The fiscal year for the MAMLS shall commence January 1st and end December 31st.	
3.3	CSMLS designates "Canadian Society for Medical Laboratory Science".	
3.4	MAMLS designates "Manitoba Association for Medical Laboratory Science", hereinafter referred to as "The Association".	
	ARTICLE 4.0 MEMBERSHIP	
4.1	A certified member shall be one who has obtained certification at the MLA, MLT, RT, ART, or FCSMLS level, and is a member in good standing.	Certified Member
4.2	An affiliate member shall be one who is currently engaged in the practice of medical laboratory technology in Manitoba, who does not qualify for membership as defined in Section 4.1, but who is registered with the MAMLS and a member in good standing.	Affiliate Member
4.2.1	A Medical Laboratory Assistant (MLA)-Affiliate Member shall be one who is practicing at the Medical Laboratory Assistant (MLA) level, who has not obtained CSMLS certification, is registered with the MAMLS, and is a member in good standing.	Medical Laboratory Assistant – Affiliate Member
4.3	A trainee member shall be one who is currently enrolled in a Manitoba training program, leading to CSMLS certification, and who has obtained MAMLS\CSMLS trainee membership.	Trainee Member
4.4	An honorary member shall be a certified member who, because of outstanding service to the Association, has been recommended for honorary membership and the recommendation has been approved by the Board of Directors. An honorary member shall be exempt from paying annual membership fees.	Honourary Member
4.5	A retired member shall be one who has attained certification, who has retired from the medical laboratory profession, and wishes to maintain an association with the MAMLS.	Retired member

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	ARTICLE 5.0 TERMS OF MEMBERSHIP	
5.1	Members who are currently registered with MAMLS or who have been granted honorary membership, shall be entitled to all the privileges and services of the Association, as defined by the Board of Directors from time to time, including those of voting and holding office. Either certified members of MAMLS or CSMLS members in good standing shall be eligible to run for elected office. Affiliate members shall be entitled to all the privileges and services of the MAMLS, as defined by the Board of Directors except holding elected office.	Privilege of Certified, Registered and Honorary and Affiliate Members
5.2	Affiliate, MLA affiliate, Trainee, and honorary affiliate members shall be entitled to all the privileges and services of the MAMLS as defined by the Board from time to time, except for voting and holding elected office.	Privileges of affiliate, MLA affiliate, Trainee, and Honorary Affiliate Members
5.3	The membership fees for all classes of membership shall be approved by an Annual General Meeting of the membership, upon the recommendation of the Board of Directors.	Annual Fees
5.3.1	Notice of intent of membership increase shall be sent to the members no less than thirty (30) days prior to the Annual General meeting.	
5.4	Any member of the MAMLS shall be in good standing only so long as their membership fee has been paid in full.	Member in Good Standing
5.5	When a member's fees remain unpaid by March first (1st) of any year, their name shall be removed from the membership rolls and their membership shall stand suspended, without need for further action or notice.	Suspension of Membership
5.6	Members who have been suspended under Article 5.0, Section 5.5 may have their name restored to the membership rolls upon meeting the requirements of Article 4.0.	Reinstatement of Suspended Member
5.7	Each member of the MAMLS, by accepting membership, shall agree to abide by the Bylaws, and Standing Rules of the MAMLS.	Responsibility of Member
5.8	Each member shall agree to termination or suspension of membership as defined in Article 5.0, Section 5.5 and Article 11, Sections 11.1 and 11.2, and thereby waives all rights, interests, privileges, services or claims as a member in the event of membership being so terminated or suspended.	Waiver of Membership Rights
	ARTICLE 6.0 BOARD OF DIRECTORS	
6.1	The Board of Directors shall consist of eight (8) elected officers to include the Past President, President, Vice-President, Executive Assistant, MLA Representative, Treasurer, Marketing and Communications Director, and Professional Development Director. In addition, there will be Academy Directors; one Director to be appointed by each Academy and a Northern Manitoba Representative appointed by the Board.	Composition of the Board of Directors
6.1.1	Each Director shall be at least eighteen (18) years of age and shall be either certified members of MAMLS or CSMLS members in good standing, as defined in Article 4.0, Section 4.1.	Eligibility of Directors
6.1.2	An Academy Director and Northern Manitoba Representative shall live and/or work in the geographic area that they represent.	Eligibility of Academy Directors and Northern Manitoba Representative

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6.2.1	The offices of the Vice-President, the President and Past President shall be in automatic progression at one-year intervals in the order given following the election of the Vice-President by the membership of the MAMLS.	Terms of Office of Directors
6.2.2	The office of Marketing and Communication Director and Executive Assistant shall be elected during even numbered years for a two (2) year term commencing the year after election.	
6.2.3	The officers of Treasurer and Professional Development Director shall be elected during odd numbered years for a two (2) year term commencing the year after election.	
6.3	The Board of Directors shall:	Authority of the Board
6.3.1	Have the authority to incur obligations, disburse monies and perform all such acts of administration as may be necessary to expedite the proper functioning of the Association subject to the provisions of these Bylaws and any amendments made thereto.	
6.3.2	Develop, change and promulgate Standing Rules of the Association to include policies, procedures and directives for the guidance of members, Officers and Officials of the Association, providing these are in conformity with and do not contravene these Bylaws.	
6.3.3	Enter into agreement with other Institutions and Societies.	
6.4	Meetings of the Board shall be held at such time and place as may be determined by the President.	Board Meetings
6.4.1	Have no less than six (6) meetings of the Board per year.	
6.5	The quorum for meetings of the Board shall be a five (5) Board members.	Quorum
6.6	The President, with the approval of the Board of Directors may invite other individuals to take part in the discussions on pertinent business at any meeting of the Board.	Privilege of the Board
6.7	When action is required on urgent matters between regular meetings of the Board, the authority rests with the President and at least three (3) other Board members.	Delegated Authority
6.8	Members of the Board charged with failure to perform their duties, and against who such charges are sustained after due and proper hearing before the Board shall be suspended from the Board if approved by a two-thirds (2/3) written vote of the Board.	Suspension from Office
6.9	Any members of the Board so suspended shall have the right to appeal their case before the members at the next Annual General Meeting provided such notice of appeal has been submitted to the President at <u>least sixty (60) days prior to the date of the Annual General Meeting.</u>	Right of Appeal
6.10	All elected and appointed officers of the MAMLS and their heirs, executors and administrators, and their estates and effects respectively, shall be indemnified and saved harmless out of the funds of the Association from and against:	Board liability

SECTION	MAMLS BYLAWS	TOPIC
6.10.1	All liabilities, costs, charges and expenses whatsoever which directors or officers sustain or incur in or about any action, suit or proceeding that is proposed, brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter of thing howsoever made, done or permitted by them in or about the execution of the duties of their offices, except only such liabilities, costs, charges or expenses as are occasioned directly by their own wilful misconduct or gross negligence, so found.	
6.10.2	All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.	
ARTICLE 7.0 ELECTION OF DIRECTORS		
7.1	Notice of the time and place of the AGM and the positions open for election shall be delivered to each member at least one hundred and twenty (120) days prior to the holding of the AGM.	Notice of Election
7.2	The Nominating Committee of the MAMLS shall be a Standing Committee which shall consist of the Chairperson (the Past-President), the Academy Directors, and the Northern Manitoba Representative.	Composition of Nominating Committee
7.3	The Nominating Committee shall be responsible for seeking out candidates who will allow their names to stand as nominees. Written consent of the nominee is required prior to that nomination being accepted	Duties of the Nominating Committee
7.4	In addition to the nominations submitted by the committee, nominations may be submitted over the signatures of five (5) voting members, one of whom shall act as the proposer and another as the seconder, and must be accompanied by the written consent of the nominee.	
7.5	All nominations must be submitted on the prescribed form, to the Chairperson of the Nominating Committee at least ninety (90) days prior to the election.	Deadline and Destination for Nomination Forms
7.6	The Nominating Committee shall determine whether each nominee has complied with the requirements of the Bylaws.	Validation of Nomination Forms
7.7.1	The Chairperson of the Nominating Committee shall prepare the slate of nominations for officers and send the ballot to all voting members not less than sixty (60) days prior to the Annual General Meeting.	Preparation and Presentation of Nomination Slate
7.7.2	The ballots completed by the voting member shall be returned to the Chairperson of the Nominating Committee at least thirty (30) days prior to the Annual General Meeting. The ballots shall be counted by an auditor of the Association, who shall report the results of the election to the Chairperson of the Nominating Committee not less than fifteen (15) days prior to the date of the Annual General Meeting.	Election by Ballot
7.7.3	In the event that only one candidate is nominated for any office, that candidate shall be elected by acclamation.	
7.8.1	In the event that any office is not filled as a result of the ballot, an election shall be held at the Annual General Meeting.	Insufficient Nominations
7.8.2	The Nominating Committee Chairperson shall submit the name of at least one (1) nominee for that office. Any voting member may also nominate.	

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7.8.3	The nominee must give consent and meet the requirements of the Bylaws.	
7.9	Members who are currently registered with MAMLS shall be certified to vote for the election of officers either by the ballot or at the Annual General Meeting.	Voting Members
7.10	All elections held at an Annual General Meeting shall be by written ballot and the ballots shall be counted by three (3) scrutineers appointed by the Vice-President.	Election at Annual General Meeting
7.11	All elections to office shall be decided by plurality vote.	Plurality Vote for Elections
7.12	In the event of a tie vote, the President will cast the deciding vote.	Tie Vote
	ARTICLE 8.0 OFFICERS AND OFFICIALS OF THE ASSOCIATION	
8.1	The term of office for all elected officers shall commence (January 1st) following the Annual General Meeting.	Terms of Office
8.2	The Board of Directors shall annually appoint the chairpersons of Standing Committees and other such officials as may be deemed necessary to the proper functioning of the Association.	Chairperson of Standing Committees and Other Officials
8.3	All officers and officials acting on behalf of the MAMLS shall be reimbursed for authorized expenses.	Reimbursement for Expenses
8.4	The Board of Directors has the right to restrict physical attendance to face-to-face meetings for officers or officials whose travel costs would be financially and fiscally prohibitive. The Board will always ensure that all officers and officials are able to access or attend said meetings via teleconference.	
	ARTICLE 9.0 DUTIES AND RESPONSIBILITIES OF THE OFFICERS	
9.1	The President shall be the Chief Elected Officer of the MAMLS, responsible to the membership for the efficient functioning of the MAMLS and for the maintenance of proper procedures and protocol on the part of the Board and Committees of the Association during their term of office and within the terms of these Bylaws. They shall sign all instruments, which require their signature.	President
9.2	The President shall:	Duties of the President
9.2.1	Preside at all meetings of the membership, the Board and at all official functions of the MAMLS.	
9.2.2	Be an ex-officio member of all Committees of the MAMLS except the Nominating Committee, and where specifically excluded.	
9.2.3	In the event of a vacancy occurring during the term of office of any Elected Officer on the Board, have the authority to appoint a successor to complete the term of office, subject to the approval of the Board.	
9.2.4	Be responsible also for the safe custody of the corporate seal of the Association, as well as a copy of the Letters Patent incorporating the Association and of any supplementary Letters Patent, and of the preliminary memorandum of agreement and of all the Bylaws of the Association.	

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9.3	The Vice-President shall, whenever necessary, due to the absence or inability of the President, assume the duties and responsibilities of the President.	Duties of the Vice-President
9.4	The Treasurer shall:	Duties of the Treasurer
9.4.1	Require the Board to appoint annually at least two (2) and not more than four (4) signing officers from its members, in addition to the Treasurer.	
9.4.2	Have all accounts audited at the end of each fiscal year. Submit the audited financial report to the Board for presentation at the next Annual General Meeting.	
9.4.3	Administer all Association monies in conjunction with the signing officers of the Association.	
9.4.4	Seek Board approval for investments.	
9.5	The Academy Directors shall be liaison officers between the Association, the Academies and the members of their respective areas.	Duties of the Academy Directors
9.6	Board of Director shall be given a position specific Gmail account that they will be required to maintain and check regularly to ensure the memberships' needs and concerns are being addressed in a timely fashion	Board of Director Email Accounts
ARTICLE 10.0 COMMITTEES		
10.1	The Board shall appoint Standing or Special Committees as necessary to conduct the Association's business.	Standing & Other Committees
10.2	The membership and duties of each Standing Committee shall be in accordance with the Committee Terms of Reference.	
ARTICLE 11.0 DISCIPLINARY CHARGES		
11.1	Any person who is aware that a certified MLT member has engaged in conduct detrimental to the MAMLS Association/Society (MAMLS/CSMLS) or to the profession of medical laboratory technology will be referred to the Registrar of the College of Medical Laboratory Technologists of Manitoba (CMLTM) to file a formal written complaint. The Registrar will determine whether an investigation and/or disciplinary action are required.	Filing and review of Complaint against certified MLT members
11.2	Any person who is aware that a MLA certified member has engaged in conduct detrimental to the Association or to the profession, of medical laboratory science or has violated the Code of Professional Conduct of the CSMLS or the Standards of Practice of the MAMLS may file a written complaint with the CEO of the CSMLS. Upon receipt of the written complaint, the Executive Director of CSMLS shall act upon that complaint in accordance with CSMLS Bylaws.	Filing and review of Complaint against MLA certified members

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	ARTICLE 12.0 MEMBERSHIP MEETINGS	
12.1	The Annual General Meeting shall be a general meeting of the members of the Association, held at such time and place as may be determined by the Board, for the purpose of receiving the financial statements, the annual reports of the Association and for the transaction of such other business as may be properly brought before it.	Annual General Meeting
12.2	Notice of the Annual General Meeting of the Association, together with the Agenda for the meeting, shall be sent to the members at their last known email address not less than thirty (30) days prior to the meeting.	Notice of the Annual General Meeting
12.3	A Special Meeting shall be a general meeting of the members of the Association which may be called at any time by the President of the Association with the approval of the Board, or upon request, by written notice signed by twenty (20) voting members of the Association, for the purpose of considering a specific and urgent matter of business which cannot be delayed until the next Annual General Meeting.	Special Meeting
12.4	Notice of a special meeting of the MAMLS together with the purpose for holding the meeting shall be sent to the members not less than seven (7) days prior to the meeting. The date, time and place for the meeting shall be at the discretion of the Board.	Notice of Special Meeting
12.5	Twenty (20) voting members shall constitute a quorum for any meeting.	Quorum for Meetings
	ARTICLE 13.0 VOTING	
13.1	The eligibility of any member to vote at any general meeting shall be in accordance with Article 5.0, Sections 5.1-5.2.	Voting Rights
13.2	In the event of a tie vote at any meeting, the President shall cast the deciding vote.	Tie Votes
13.3	A majority vote of the members in attendance at any meeting of the MAMLS shall prevail except as otherwise specified in these Bylaws or in the Parliamentary Authority.	Majority Vote
	ARTICLE 14.0 ACADEMIES	
14.1	Certified members in any geographical region within the Province may, upon application signed by at least five (5) such members, request Association approval and recognition of the organization of a local Academy.	Organization of Academy
14.2	Each Academy, when approved and recognized by the Association shall comply with the following requirements:	Academy Agreement
14.2.1	Shall be subject to the Bylaws of MAMLS.	
14.2.2	Shall prepare Standing Rules and submit these to the Board for Approval by the Association.	
14.3	All members of the Academies shall be in good standing of the Association.	Membership of the Academy
14.4	Academy may continue to operate unless there are at least five (5) certified members in good standing of the MAMLS.	Disband of an Academy
14.5	In the event an Academy ceases to function for any reason, its assets shall be placed in trust immediately with the MAMLS. Failure of an Academy to reorganize within two (2) years shall mean forfeiture of the assets, which shall then be absorbed into the assets of the MAMLS.	

SECTION	MAMLS BYLAWS	TOPIC
	ARTICLE 15.0 ENACTMENT OF BYLAWS	
15.1	These Bylaws shall be revised or amended by a Special Resolution after adoption by two-thirds (2/3) of the votes cast at the Annual General Meeting	Amendment of the Bylaws
15.2	Proposed revisions, approved by the Board, must be circulated to the membership thirty (30) days prior to the Annual General Meeting.	Notice to Members
	ARTICLE 16.0 PARLIAMENTARY AUTHORITY	
16.1	The rules contained in the current edition of Bourinot's Rules of Order, shall govern the Association in all cases to which they are applicable and in which they do not conflict with these Bylaws and any special rules or order the Association may adopt.	Parliamentary Authority